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WC 08-174

FILE

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August 22, 2008

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Via Overnight Courier

FILED/ACCEPTED

AUG 25 2008

Federal Communications Commission
Office of the Secretary

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

Re: In the Matter of the Joint Application of Columbia Ventures Corporation, Transferor, FiberLink LLC d/b/a Columbia Fiber Solutions, Licensee, and Zayo Group, LLC, Transferee, for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.04 of the Commission's Rules to Complete a Transfer of Control of FiberLink LLC d/b/a Columbia Fiber Solutions to Zayo Group, LLC

Dear Ms. Dortch:

On behalf of Columbia Ventures Corporation ("CVC"), FiberLink LLC d/b/a Columbia Fiber Solutions ("Licensee"), and Zayo Group, LLC ("Zayo"), enclosed please find an original and six (6) copies of an application for Section 214 authority for the transfer of control of Licensee from CVC to Zayo.

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission's Rules.

Please date-stamp the enclosed extra copy of this filing and return it in the prepaid Federal Express envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Brett P. Ferenczak

Counsel for Zayo Group, LLC

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
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A/72632341.1

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AUG 25 2008

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159Approved by OMB
3060-0589
Page No. 1 of 1

(1) LOCKBOX # 979091		<div style="border: 1px solid black; padding: 2px;"> RECEIVED AUG 25 2008 FEDERAL COMMUNICATIONS COMMISSION OFFICE OF THE SECRETARY </div>	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Zayo Group, LLC		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 901 Front Street, Suite 200			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Louisville		(7) STATE CO	(8) ZIP CODE 80027
(9) DAYTIME TELEPHONE NUMBER (include area code) 303-381-4683		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0016555849			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME FiberLink LLC d/b/a Columbia Fiber Solutions			
(14) STREET ADDRESS LINE NO. 1 10905 E. Montgomery Drive, Suite 1			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Spokane		(17) STATE WA	(18) ZIP CODE 99206 6606
(19) DAYTIME TELEPHONE NUMBER (include area code) (509) 688-0100		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0007472900			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00		
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1	(29B) FCC CODE 2		
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Brett P French</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Brett P French</u>		DATE <u>8/22/08</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX <input checked="" type="checkbox"/> DISCOVER _____ ACCOUNT NUMBER <u>Information Redacted</u> EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____			

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

JULY 2005

FILED/ACCEPTED

AUG 25 2008

Federal Communications Commission
Office of the Secretary

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)
)
)

Columbia Ventures Corporation, Transferor,)
FiberLink LLC d/b/a Columbia Fiber)
Solutions, Licensee,)
)

and)
)

Zayo Group, LLC, Transferee,)
)
)

For Grant of Authority Pursuant to)
Section 214 of the Communications Act of 1934,)
as amended, and Section 63.04 of the)
Commission's Rules to Complete a Transfer of)
Control of FiberLink LLC d/b/a Columbia)
Fiber Solutions to Zayo Group, LLC)
)

WC Docket No. 08-_____

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

Columbia Ventures Corporation ("CVC" or "Transferor"), FiberLink LLC d/b/a Columbia Fiber Solutions ("CFS" or "Licensee"), and Zayo Group, LLC ("Zayo" or "Transferee") (collectively, "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, respectfully request Commission approval or such authority as may be necessary or required to enable the parties to consummate a transaction whereby Zayo will acquire control of Licensee, which provides fiber-optic network services in eastern Washington and northern Idaho.

Although the proposed transaction will result in a change in the ultimate ownership of Licensee, no transfer of authorizations, assets or customers will occur as an immediate consequence of the proposed transaction. Licensee will continue to provide service to its existing customers pursuant to its authorizations under the same rates, terms and conditions. Accordingly, although the name of Licensee will change, this transaction will have no effect on the rates, terms and conditions of service of the customers of Licensee.

B. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. FiberLink LLC d/b/a Columbia Fiber Solutions

CFS is a Washington limited liability company with principal offices at 10905 E. Montgomery Drive, Suite 1, Spokane, Washington 99206-6606. CFS is currently wholly owned by CVC, a Washington corporation with principal offices at 203 SE Park Plaza Drive, Suite 270, Vancouver, Washington 98684. CVC is wholly owned by Kenneth D. Peterson, Jr., a U.S. citizen.

CFS is provider of fiber-optic network services in eastern Washington and northern Idaho. CFS offers dark fiber and Transparent LAN service to other carriers, business and enterprise customers.

B. Zayo Group, LLC

Zayo is a Delaware corporation that is wholly owned by Communications Infrastructure Investments, LLC ("CII" and together with Zayo, the "Company"), a Delaware limited liability company. Zayo and CII have a principal office located at 950 Spruce Street, Suite 1A, Louisville, Colorado 80027. The Company was organized to acquire and support long-term development of fiber-based bandwidth solutions-oriented businesses and has made a number of acquisitions to further that business plan. Specifically, the Company has recently completed acquisitions of: (1) Memphis Networkx, LLC (now known as Zayo Bandwidth Tennessee, LLC) ("Zayo-TN");¹ (2) PPL Telcom, LLC (now known as Zayo Bandwidth Northeast, LLC) ("Zayo-NE") and PPL Prism, LLC (now known as Zayo Bandwidth Northeast Sub, LLC) ("Zayo-NE Sub");² (3) Indiana Fiber Works LLC (now known as Zayo Bandwidth Indiana, LLC) ("Zayo-IN");³ (4) Onvoy, Inc. and Minnesota Independent Equal Access Corporation (together, "Onvoy");⁴ (5) Citynet Fiber Network, LLC (now known as Zayo Bandwidth Central, LLC) ("Zayo-Central") and Citynet Virginia, LLC (now known as Zayo Bandwidth Central (Virginia), LLC)

¹ Memphis Networkx, LLC is a provider of intrastate communications services in Tennessee. The acquisition of Memphis Networkx, LLC by Zayo was completed on July 31, 2007.

² The acquisition of Zayo-NE and Zayo-NE Sub by Zayo was completed on August 24, 2007. The Commission approved the transfer of control in WC Docket No. 07-132 and IB File No. ITC-T/C-20070620-00239.

³ The acquisition of Zayo-IN was completed on September 28, 2007. The Commission approved the transfer of control in WC Docket No. 07-159 and IB File No. ITC-T/C-20070725-00295.

⁴ The acquisition of Onvoy was completed on November 7, 2007. The Commission approved the transfer of control in WC Docket No. 07-222 and IB File No. ITC-T/C-20070905-00361.

("Zayo-VA"),⁵ and (6) Northwest Telephone, Inc. (now known as Zayo Bandwidth Northwest, Inc.) ("Zayo-NW").⁶ The acquisition of Licensee will further enable the Company to achieve its business plan. The Company has the technical, managerial, and financial qualifications to acquire control of Licensee. The Company is operated by a highly qualified management team, all of whom have extensive backgrounds in the telecommunications industry.

C. Section 214 Authorizations

CFS has filed FCC Form 499-A reflecting CAP and/or CLEC status and participates in the ERATE program. To the extent CFS provides domestic interstate common carrier services, CFS does so pursuant to blanket domestic Section 214 authority to provide interstate telecommunications service pursuant to 47 C.F.R. § 63.01. CFS does not hold international Section 214 authority.

Zayo operates its integrated communications business through various subsidiaries and, therefore, does not directly hold any domestic or international Section 214 authority. The following subsidiaries of Zayo hold Section 214 authority:

Zayo-NE is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Zayo-NE also holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service granted in IB File No. ITC-214-20020103-00004 (Jan. 23, 2002).

Zayo-NE Sub is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Zayo-NE Sub does not provide international services.

Zayo-IN is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Zayo-IN also holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service granted in IB File No. ITC-214-20060523-00284 (June 15, 2006).

⁵ The acquisition of Zayo-Central was completed on February 15, 2008. The Commission approved the transfer of control in WC Docket No. 08-06.

⁶ The acquisition of Zayo-NW was completed on May 30, 2008. The Commission approved the transfer of control in WC Docket No. 08-44 and IB File No. ITC-T/C-20080324-00153.

Zayo-Central is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Zayo-NW is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Zayo-NW hold international Section 214 authority to provide global or limited global resale service granted in IB File No. ITC-214-19990413-00244.

Onvoy is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Onvoy also holds international Section 214 authority (1) to provide global resale services granted in IB File No. ITC-214-19970722-00425 (old IB File No. ITC-97-452) and (2) to operate as a facilities-based carrier by constructing and operating a fiber optic telecommunications facility between the United States and Canada granted in IB File No. IB File No. ITC-214-19971205-00766 (old IB File No. ITC-97-769).⁷

MIEAC holds Section 214 authority to lease transmission facilities to provide CEA service to interexchange carriers. See File No. W-P-C6400 (August 22, 1990).

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the LLC Interest Purchase Agreement dated as of August 20, 2008, by and among Zayo, CFS, and CVC (the "Agreement"), Zayo will acquire from CVC all of its membership interests in CFS. As a result of the transaction, Zayo will directly own and control CFS. For the Commission's convenience, a chart of the pre- and post-transaction corporate structure of Applicants is provided as Exhibit A. Upon completion of the transaction, CFS will become part of Zayo Bandwidth, the Company's fiber-based bandwidth business unit ("Zayo Bandwidth").

Immediately following the consummation of the proposed transaction, the Licensee will continue to offer service with no change in the rates or terms and conditions of service. Shortly after completing the transaction, Licensee will change its name to a name selected by Zayo. The name will be consistent with the "Zayo Bandwidth" brand.⁸ There will be no interruption or

⁷ The international Section 214 authorizations were originally granted to Minnesota Independent Interexchange Corporation, which subsequently merged into its parent company Onvoy, Inc. (f/k/a Minnesota Equal Access Network Services). See IB File No. ITC-ASG-20070913-00379.

⁸ Licensee will file a letter indicating its new name once the name change is completed. In addition, Licensee will provide its customers notice of the name change.

disruption of service to customers and, except for the name change, the transfer of control of Licensee will be seamless and transparent to customers. Future changes in the rates, terms and conditions of service to Licensee's customers, if any, will be undertaken pursuant to the applicable federal and state notice requirements and Licensee's contract obligations.

INFORMATION REQUIRED BY SECTION 63.04(a)

Pursuant to Commission Rule 63.04(a), 47 C.F.R. § 63.04(a), Applicants submit the following information in support of their request for domestic Section 214 authority:

(a)(1) Name, address and telephone number of each Applicant:

Transferor

Columbia Ventures Corporation
203 SE Park Plaza Drive
Suite 270
Vancouver, WA 98684
(360) 816-1840

FRN: 0009705112

Licensee:

FiberLink LLC d/b/a Columbia Fiber Solutions
10905 E. Montgomery Drive, Suite 1
Spokane, WA 99206-6606
(509) 688-0100

FRN: 0007472900

Transferee:

Zayo Group, LLC
950 Spruce Street, Suite 1A
Louisville, CO 80027
(303) 381-4664

FRN: 0016555849

(a)(2) Jurisdiction of Organizations:

Transferor: CVC is a corporation formed under the laws of Washington.

Licensee: CFS is a limited liability company formed under the laws of Washington.

Transferee: Zayo is a limited liability company formed under the laws of Delaware.

(a)(3) Correspondence concerning this Application should be sent to:

For Zayo:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6697 (Tel)
(202) 373-6001 (Fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

With copies to:

Scott E. Beer
General Counsel
Zayo Group, LLC
950 Spruce Street, Suite 1A
Louisville, CO 80027
(303) 381-4664 (Tel)
(303) 226-5923 (Fax)
sbeer@zayo.com

For Transferor:

Richard Roman
Columbia Ventures Corporation
203 SE Park Plaza Drive
Suite 270
Vancouver, WA 98684

For Licensee:

Kenneth D. Peterson, Jr.
Columbia Fiber Solutions
10905 E. Montgomery Drive, Suite 1
Spokane, WA 99206-6606

(a)(4) The following entities will hold, directly or indirectly, a 10% or greater interest⁹ in CFS and Transferee as calculated pursuant to the Commission ownership attribution rules for wireline telecommunications carriers:

Post-Transaction Ownership of CFS:

- 1) The following entity will hold a ten percent (10%) or greater direct interest in **FiberLink LLC d/b/a Columbia Fiber Solutions:**

Name:	Zayo Group, LLC
Address:	950 Spruce Street, Suite 1A Louisville, CO 80027
Citizenship:	U.S.
Principal Business:	Telecommunications Services
% Interest:	100% (directly in CFS)

⁹ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Pre- and Post-Transaction Ownership of Transferee:

- 1) The following entities hold a ten percent (10%) or greater direct or indirect interest in Zayo Group, LLC:

Name: Zayo Group Holdings, Inc. ("Holdings")
Address: 901 Front Street, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly in Zayo)

Name: Communications Infrastructure Investments, LLC
Address: 901 Front Street, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in Zayo as 100% owner of Holdings)

- 2) The following entities and individuals hold a ten percent (10%) or greater, direct or indirect, interest in Communications Infrastructure Investments, LLC ("CII"):

Name: Oak Investment Partners XII, Limited Partnership
("Oak Investment XII")
Address: 525 University Avenue, Suite 1300
Palo Alto, CA 94301
Citizenship: U.S.
Principal Business: Investments
% Interest: 25.7% (directly in CII)

Name: Oak Associates XII, LLC ("Oak Associates")
Address: 525 University Avenue, Suite 1300
Palo Alto, CA 94301
Citizenship: U.S.
Principal Business: Investments
% Interest: 25.7% (indirectly as general partner of Oak Investment XII)

The following individuals are the executive managing members of Oak Associates, are all U.S. citizens, and can be reached through Oak Associates:

Bandel L. Carano
Edward F. Glassmeyer
Ann H. Lamont
Fredric W. Harman

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in CII through Oak Investments XII.

Name: M/C Venture Partners VI, L.P. ("MCVP VI")
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investments
% Interest: 24.9% (directly in CII)

Name: M/C VP VI, L.P.
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 24.9% (indirectly as the general partner of MCVP VI)

Name: M/C Venture Partners, LLC
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 24.9% (indirectly as the general partner of M/C VP VI, L.P.)

The following individuals are the managing members of M/C Venture Partners, LLC, are all U.S. citizens, and can be reached through M/C Venture Partners, LLC:

James F. Wade
David D. Croll
Matthew J. Rubins
John W. Watkins
John Van Hooser

Mr. Wade and Mr. Croll are also two of the five managers of M/C Venture Investors, L.L.C., which has a 0.6% direct interest in CII.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in CII through MVCP VI.

Name: Columbia Capital Equity Partners IV (QP), L.P.
("Columbia Capital IV")
Address: 201 N. Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Principal Business: Investments
% Interest: 22.7% (directly in CII)

Name: Columbia Capital IV, LLC
Address: 201 N. Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 25.7% (indirectly in CII as the general partner of (i) Columbia Capital Equity Partners IV, L.P. which is the general partner of both Columbia Capital IV and Columbia Capital Equity Partners IV (QPCO), L.P. (2.8% direct interest in CII) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.2% direct interest in CII))

The following individuals are the managing members of Columbia Capital IV, LLC, are all U.S. citizens, and can be reached through Columbia Capital IV, LLC

James B. Fleming, Jr.
R. Philip Herget, III
Harry F. Hopper III

These individuals also have indirect control other entities that have, in aggregate, a 0.6% direct interest in CII.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through Columbia Capital IV or Columbia Capital IV, LLC.

Name: Battery Ventures VII, L.P.
("Battery Ventures VII")
Address: Reservoir Woods
930 Winter Street, Suite 2500
Waltham, MA 02451
Citizenship: U.S.
Principal Business: Investments
% Interest: 10.1% (directly in CII)

Name: *Battery Partners VII, LLC*
Address: Reservoir Woods
930 Winter Street, Suite 2500
Waltham, MA 02451
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 10.3% (indirectly in CII as general partner
of Battery Ventures VII and managing
member of Battery Investment Partners VII,
LLC (0.2% direct interest in CII))

The following individuals are Managing Members of Battery Partners VII, LLC, are all U.S. citizens, and can be reached through Battery Partners VII, LLC:

Tom Crotty (Executive Managing Member)
Rick Frisbie
Ken Lawler
Morgan Jones
Scott Tobin
Dave Tabors
Mark Sherman
Roger Lee

Tom Crotty has been designated as the Executive Managing Member by the Managing Members, and is responsible for the day to day management of the Battery Partners VII, LLC.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in CII through Battery Ventures VII.

No other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Zayo through CII.

(a)(5) Applicants certify that no Applicant is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) (i) CFS provides wholesale fiber optic transport services in Idaho and Washington.

(ii) Zayo does not provide telecommunications services in any state. However, as stated above, Zayo currently controls Zayo-TN, Zayo-NE and Zayo-NE Sub, Zayo-IN, Zayo-Central and Zayo-Central VA, Zayo-NW, Onvoy, and MIEAC, all of which provide telecommunications services. Zayo-TN provides intrastate bandwidth services in Tennessee. Zayo-NE and Zayo-NE Sub provide wholesale bandwidth services in District of Columbia, Maryland, New Jersey, New York, Pennsylvania, and Virginia. Zayo-IN provides wholesale bandwidth services in Illinois, Indiana, Kentucky, Michigan and Ohio. Zayo-Central provides wholesale bandwidth services in Georgia, Illinois, Indiana, Kentucky, Michigan, Ohio, Pennsylvania, Tennessee, Virginia and West Virginia. Zayo-VA provides intrastate wholesale bandwidth services in Virginia. Zayo-NW provides wholesale bandwidth services in Idaho, Oregon and Washington. Onvoy provides competitive local exchange services in Indiana, Iowa, Michigan Minnesota, North Dakota, Ohio and Wisconsin and interexchange services in Indiana, Iowa, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin. MIEAC provides centralized equal access services in Minnesota and North Dakota.

(iii) Through MCVP VI, the Company is currently affiliated with (1) PRWireless, Inc., a fixed wireless provider, (2) Airband Communications, Inc., a fixed wireless provider, and (3) CSDRS, LLC, a video relay services provider.

The members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners V, L.P., a Delaware limited partnership ("M/C Partners V"), through their membership interests in M/C VP V, LLC which is the sole general partner of M/C Partners V. In addition, three of the members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners IV, L.P., a Delaware limited partnership ("M/C Partners IV"), through their membership in M/C VP IV, LLC which is the sole general partner of M/C Partners IV.

Specifically, the general partner of M/C Partners IV is M/C VP IV, LLC, a Massachusetts limited liability company. James F. Wade, David D. Croll and Matthew J. Rubins, all U.S. citizens, are the members of M/C VP IV, LLC. As stated in the Application, Messrs. Wade, Croll, and Rubins are also members of M/C Venture Partners, LLC.

The general partner of M/C Partners V is M/C VP V, LLC, a Massachusetts limited liability company. The same four individual U.S. citizens that are members of M/C Venture Partners, LLC are also the members of M/C VP V, LLC.

M/C Partners IV holds approximately a 22.27% voting ownership interest in Cavalier Telephone Corporation ("CTC") and M/C Partners V holds approximately a 29.99% voting ownership interest in CTC. In turn, CTC, a Delaware corporation, owns 100% of Cavtel Holdings, LLC ("Cavtel"), a Delaware limited liability company that owns (directly or indirectly) 100% of:

- Cavalier Telephone, LLC - a Virginia limited liability company authorized to provide telecommunications services in Virginia;
- Cavalier Telephone Mid-Atlantic, LLC - a Delaware limited liability company authorized to provide telecommunications services in Delaware, the District of Columbia, Maryland, New Jersey and Pennsylvania;
- Elantic Telecom, Inc. - a Virginia corporation authorized to provide telecommunications services in Connecticut, Florida, Georgia, Indiana, Massachusetts, Maryland, Michigan, North Carolina, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Virginia;
- Cavalier Networks, LLC - a Delaware limited liability company authorized to provide telecommunications services in Pennsylvania and Ohio;
- Talk America, Inc. - a Pennsylvania corporation, authorized to provide local and long distance services virtually throughout the United States;
- LDMI Telecommunications, Inc. - a Michigan corporation authorized to provide local and long distance telecommunications services in Illinois, Michigan and Ohio and long distance services virtually nationwide;

- Network Telephone Corporation - a Florida corporation that provides facilities-based local and long distance services to small and medium-sized businesses in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee; and
- The Other Phone Company - a Florida corporation, provides local and long distance services in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.

M/C Partners IV is not affiliated with any carriers other than through CTC.

M/C Partners V, in addition to its above-described ownership interests, has 10% or greater, direct or indirect, interest in the following telecommunications services providers:

- Nuvox, Inc. (approximately 27% direct interest)- a Delaware corporation, providing telecommunications services in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, Ohio, Oklahoma, South Carolina, Tennessee and Virginia;
- Florida Digital Network, Inc. d/b/a FDN Communication (approximately 27% indirect interest) - a Delaware corporation; providing telecommunications services in Florida;
- Southern Digital Network, Inc. d/b/a FDN Communication (approximately 27% indirect interest) - a Delaware corporation, authorized to provide telecommunications services in Alabama, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, south Carolina, and Tennessee;
- Cleveland Unlimited, LLC (approximately 42% direct interest) - a Delaware limited liability company and its operating subsidiaries comprising a non-dominant wireless local and long distance telecommunications service situated in Cleveland, Ohio;
- TX-11 Acquisition, LLC (approximately 40% direct interest) - a Delaware limited liability company (d/b/a Cellular One of East Texas) and its operating subsidiaries that comprise a non-dominant wireless carrier based in Lufkin, Texas;
- PRWireless, Inc. (approximately 19% indirect interest) - a Delaware corporation that owns and operates a non-dominant wireless carrier based in Puerto Rico. As stated in the Application, M/C Partners VI holds a 19% interest in PRWireless, LLC.

(iv) Through Columbia Capital IV, the Company is currently affiliated with

(1) PRWireless, LLC, a fixed wireless provider; (2) CCTV Wireless, a spectrum holding entity, (3) New Global Telecom, Inc., wholesaler of managed VoIP services to communications services providers; (4) Triad AWS, LLC, a spectrum holding entity; (5) Horizon Wi-Com, LLC, a spectrum holding entity; (6) Baja Broadband Holding Company LLC - a cable provider and wireless license holder; (7) Progeny LMS Holdings, LLC - a spectrum holding entity; and (8) TVCC One Six Holdings, LLC - a spectrum holding entity.

(v) To the Company's knowledge, the Company is not affiliated with any other telecommunications carriers.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) Licensee does not hold any other authorizations or licenses from the Commission. Therefore, no other applications are being filed with the Commission with respect to this transaction.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) Applicants submit that the transaction described herein will serve the public interest. Under new ownership, Licensee will continue to provide high-quality telecommunications services to consumers, while gaining access to the additional resources and operational expertise of the Company. The transfer of control, therefore, will give Licensee the ability to become a stronger competitor, to the ultimate benefit of consumers. Licensee's network complements Zayo Bandwidth's existing metro and regional networks and the acquisition will increase Zayo Bandwidth's existing fiber footprint in the Northwest region, giving the combined companies greater market depth and breadth as a result of the transaction. As a result, the transaction will strengthen Zayo's ability to compete with other, much larger fiber providers in the region to the benefit of consumers and the telecommunications marketplace.

The transfer of control of Licensee will not result in a change of carrier for customers or any assignment of authorizations. Further, the rates, terms and conditions of services currently provided by Licensee to its customers will not change as a result of the transaction. As described above, following consummation of the proposed transaction and after appropriate notices to customers, the name of Licensee will change to reflect the "Zayo Bandwidth" brand. Otherwise, the transaction will be seamless and transparent to customers and Licensee will continue to provide high-quality communications services to its customers without interruption and without change in rates, terms or conditions. Future changes in those rates, terms and conditions, if any, will be undertaken pursuant to the applicable federal and state notice and tariff requirements.

CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of FiberLink LLC d/b/a Columbia Fiber Solutions.

Respectfully submitted,



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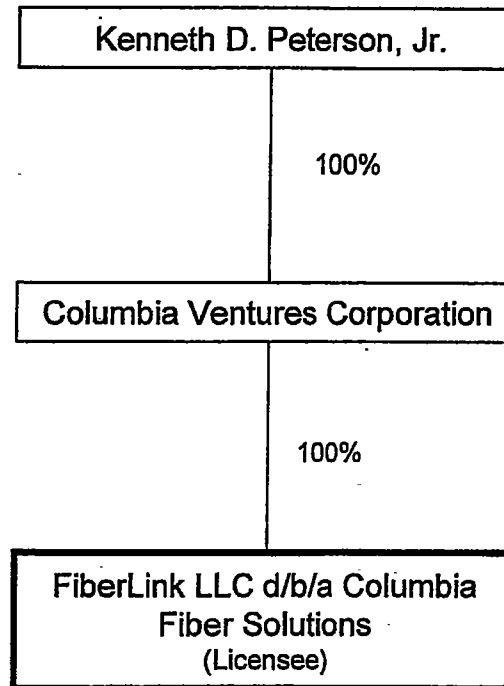
Counsel for Zayo Group, LLC

Dated: August 22, 2008

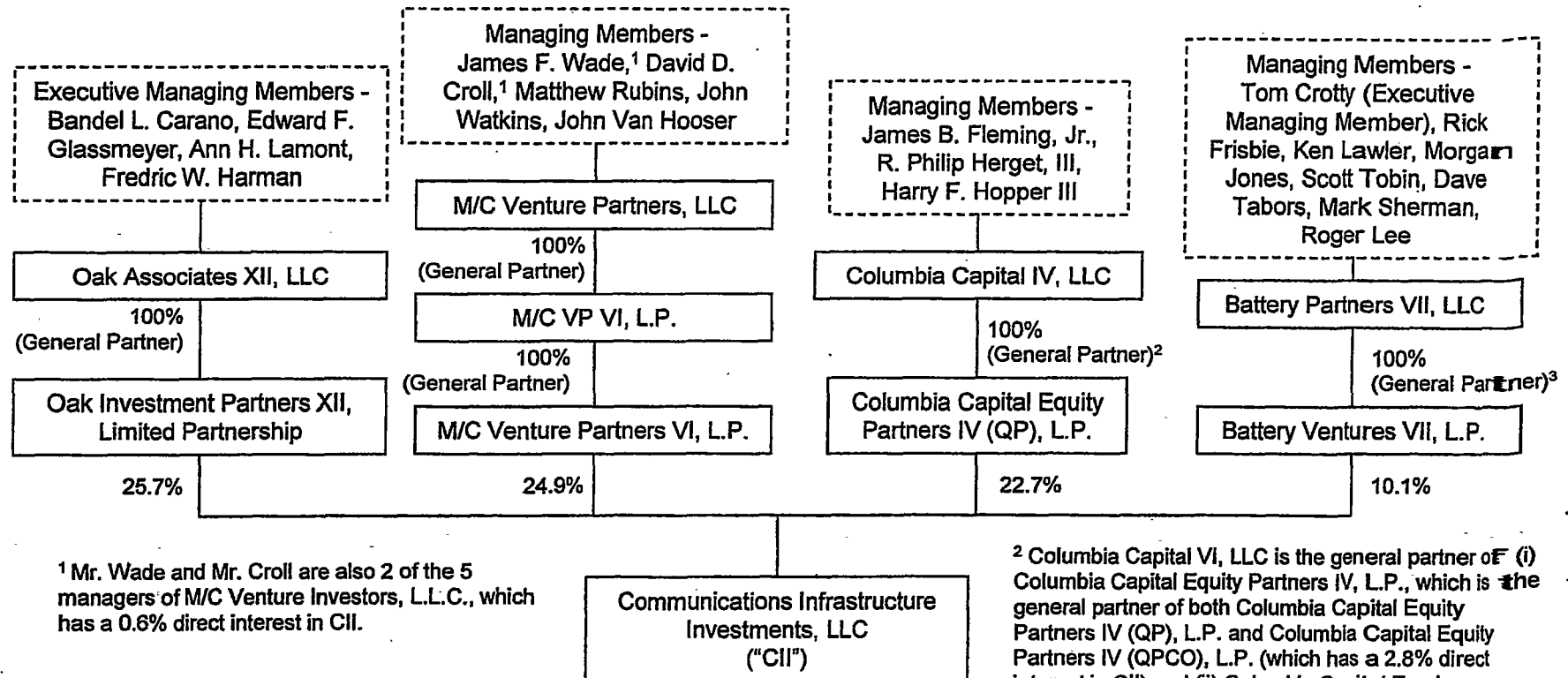
EXHIBIT A

Pre- and Post-Transaction Corporation Structure Chart

Pre-Transaction Corporate Structure of Licensee



Pre- and Post-Transaction Corporate Structure of CII



¹ Mr. Wade and Mr. Croll are also 2 of the 5 managers of M/C Venture Investors, L.L.C., which has a 0.6% direct interest in CII.

² Columbia Capital VI, LLC is the general partner of (i) Columbia Capital Equity Partners IV, L.P., which is the general partner of both Columbia Capital Equity Partners IV (QP), L.P. and Columbia Capital Equity Partners IV (QPCO), L.P. (which has a 2.8% direct interest in CII) and (ii) Columbia Capital Employee Investors IV, L.P., which has a 0.2% direct interest in CII.

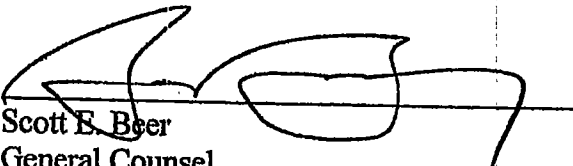
³ Battery Partners VII, LLC is also the managing member of Battery Investment Partners VII, LLC, which holds a 0.2% direct interest in CII-Parent.

Verifications

VERIFICATION

I, Scott E. Beer, state that I am the General Counsel of Zayo Group, LLC; that I am authorized to make this Verification on behalf of Zayo Group, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Zayo Group, LLC are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 22nd day of August, 2008.

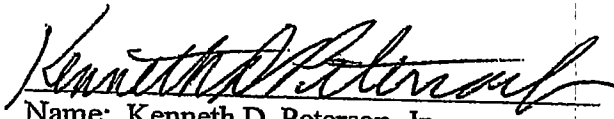


Scott E. Beer
General Counsel
Zayo Group, LLC

VERIFICATION

I, Kenneth D. Peterson, Jr., state that I am the Manager of FiberLink, LLC d/b/a Columbia Fiber Solutions ("CFS"); that I am authorized to make this Verification on behalf of CFS; that I have reviewed the foregoing filing; and that the contents with respect to CFS are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 22nd day of August, 2008.



Name: Kenneth D. Peterson, Jr.

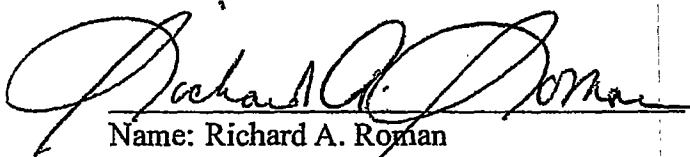
Title: Manager

FiberLink, LLC d/b/a Columbia Fiber
Solutions

VERIFICATION

I, Richard A. Roman, state that I am the President of Columbia Ventures Corporation;
that I am authorized to make this Verification on behalf of Columbia Ventures Corporation;
that I have reviewed the foregoing filing; and that the contents with respect to Columbia
Ventures Corporation are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this
22nd day of August, 2008.

A handwritten signature in cursive script, appearing to read "Richard A. Roman", written over a horizontal line.

Name: Richard A. Roman

Title: President

Columbia Ventures Corporation